

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	Case No.: 07-6720
AUTOMOTIVE PROFESSIONALS, INC.,)	Honorable Carol A. Doyle
)	Objection Deadline: May 14, 2013 @ 4:00 p.m.
Debtor.)	
)	Hearing Date: May 15, 2013
)	Hearing Time: 10:30 a.m.
)	

NOTICE OF MOTION

PLEASE TAKE NOTICE THAT on Wednesday, May 15, 2013, at 10:30 a.m., we shall appear before the Hon. Carol A. Doyle, or such other judge as may be sitting in her stead, in Courtroom 742 at the Dirksen Federal Building, 219 South Dearborn Street, Chicago, Illinois 60604, and present the attached **Final Fee Application Of Chapter 11 Trustee And Of Frank/Gecker, LLP, Counsel To Chapter 11 Trustee Of The Estate Of Automotive Professionals, Inc.**

Respectfully submitted,

FRANK/GECKER LLP

By: /s/ Frances Gecker
One of its attorneys

Frances Gecker (ARDC #6198450)
Joseph D. Frank (ARDC #6216085)
FRANK/GECKER LLP
325 North LaSalle Street, Suite 625
Chicago, IL 60654
(312) 276-1400
(312) 276-0035 (fax)

Dated: April 29, 2013

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
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AUTOMOTIVE PROFESSIONALS, INC.,)	Case No.: 07-6720
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Debtor.)	Honorable Carol A. Doyle
)	Objection Deadline: May 14, 2013 @ 4:00 p.m.

**COVER SHEET FOR
FINAL FEE APPLICATION OF CHAPTER 11 TRUSTEE AND OF
FRANK/GECKER, LLP, COUNSEL TO CHAPTER 11 TRUSTEE
OF THE ESTATE OF AUTOMOTIVE PROFESSIONALS, INC.**

Name of Applicant:	Frank/Gecker LLP
Authorized to Provide Professional Services to:	Frances Gecker, Chapter 11 Trustee
Date of retention:	June 12, 2007
Period for which compensation and reimbursement is sought:	June 12, 2007 through May 15, 2013
The aggregate amount of fees and expenses <i>paid</i> to Frank/Gecker LLP to date for services rendered and expenses incurred herein is: <u>\$2,950,032.99</u> . The total amount sought for unpaid services rendered from October 1, 2012 through May 15, 2013 is <u>\$15,470.40</u> .	
Name of Applicant:	Frances Gecker, Chapter 11 Trustee Of The Estate Of Automotive Professionals, Inc.
Authorized to Provide Professional Services to:	Estate Of Automotive Professionals, Inc.
Date of retention:	June 12, 2007
Period for which compensation and reimbursement is sought:	June 12, 2007 through May 15, 2013
The aggregate amount of fees <i>paid</i> to Frances Gecker, Chapter 11 Trustee, to date for services rendered herein is: <u>\$901,601.50</u> . The total amount sought for unpaid services rendered from October 1, 2012 through May 15, 2013 is <u>\$20,520.00</u> .	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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In re:)	Chapter 11	
)	Case No. 07 B 6720	
AUTOMOTIVE PROFESSIONALS, INC,)	Honorable Carol Doyle	
)		
Debtor.)	Hearing Date:	May 15, 2013
)	Hearing Time:	10:00 a.m.

**FINAL FEE APPLICATION OF CHAPTER 11 TRUSTEE
AND OF FRANK/GECKER, LLP, COUNSEL TO CHAPTER 11 TRUSTEE
OF THE ESTATE OF AUTOMOTIVE PROFESSIONALS, INC.**

Frances Gecker, Chapter 11 Trustee (the "Trustee") of the estate of Automotive Professionals, Inc. ("API" or "Debtor"), hereby submits a final fee application (the "Application") for compensation and reimbursement of expenses pursuant to 11 U.S.C. §§ 330, 331 and 507(a)(1) for legal services performed and expenses incurred from June 12, 2007 through and including May 15, 2013 (the "Application Period"), as Trustee and as counsel to the Trustee in this proceeding. In support hereof, the Trustee respectfully represents as follows:

I. OVERVIEW OF THE CASE

On April 13, 2007 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code"). On June 6, 2007, the Court ordered the appointment of a Chapter 11 trustee. Upon the recommendation of the United States Trustee, on June 12, 2007, the Court approved the appointment of Frances Gecker as Chapter 11 Trustee. On June 26, 2007, the Court authorized the Trustee to retain Frank/Gecker LLP as her counsel, retroactive to June 12, 2007.

API sold extended warranty vehicle service contracts ("VSC's"). On the Petition Date, over 300,000 consumers across the United States had active VSC's issued by API. The VSC's were primarily sold through car dealers to their customers (the "Dealers").

Shortly after her appointment, the Trustee and her counsel reached a settlement with the Illinois Director of Insurance that resolved a jurisdictional conflict and allowed the bankruptcy case to proceed. The Trustee also quickly reached agreements with the major Dealers that enabled the consumers who purchased warranties from those Dealers to be paid directly by the Dealers. The Trustee also reached an agreement with Travelers Insurance Company whereby Travelers directly paid the consumers whose warranty contracts were insured by Travelers. These settlements resolved the claims of the majority of consumers.

The Trustee then pursued various causes of action. Based on these litigation recoveries, the Trustee confirmed a plan that paid the remaining consumer claimants approximately 40% of their claims.

II. COMPENSATION TO TRUSTEE'S COUNSEL

From June 12, 2007 through September 30, 2013, the Trustee has filed sixty-three monthly fee applications on behalf of her counsel FrankGecker LLP and has been awarded interim compensation of \$2,950,032.99. The Trustee's counsel seeks a final award of their interim compensation as well as a final award of \$15,451.50 for fees and expenses in the amount of \$18.90 incurred from October 1, 2012 through May 15, 2013. During the last six months, the trustee and her counsel have been responding to consumer inquiries and preparing to close the case and enter the final decree. The services performed by counsel during this period are set forth below.

III. UNPAID SERVICES PERFORMED OCTOBER 1, 2012 – MAY 15, 2013

The time records for unpaid services are attached as Exhibit A and the expenses are attached as Exhibit B.

A. Administration	\$7,394.00
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F/G spent 20.30 hours at a cost of \$7,394.00 on general case administration matters,

including preparation of the final decree.

B. Claims \$872.50

Trustee's counsel spent 2.60 hours at a cost of \$872.50 on issues related to the final distribution to creditors, including preparation of the distribution schedule and case closing issues.

C. Communication with Claimants \$6,893.00

Counsel spent 22.60 hours at a cost of \$6,893.00 responding to consumers. During this period, counsel responded to written and telephonic inquiries from consumers across the country regarding the status of the bankruptcy and the payment of claims.

D. Fee Application \$292.00

Counsel spent .80 hour at a cost of \$292.00 reviewing the billing memoranda and drafting the first and final fee application of the Trustee's accountant.

IV. COMPENSATION TO TRUSTEE

Since the Trustee's appointment on June 12, 2007, through September 30, 2012, the Trustee has filed sixty-three monthly fee applications for Trustee compensation and has been paid \$901,601.50. The Trustee seeks a final award of her interim compensation as well as a final award of \$20,520.00 for fees incurred from October 1, 2012 through May 15, 2013.

Attached hereto as Exhibit C is the time incurred by the Trustee from October 1, 2012 through May 15, 2013.

Section 326(a) of the Bankruptcy Code provides that the Court allow reasonable compensation under Section 330 of the Bankruptcy Code to the trustee for the trustee's services, payable after the trustee renders such services not to exceed 25% of the first \$5,000, 10% of amounts in excess of \$5,000 but less than \$50,000, 5% on any amount in excess of \$50,000 but less than \$1,000,000, and 3% on any amount in excess of \$1,000,000, "upon all moneys

disbursed or turned over in the case by the trustee to parties in interest, excluding the debtor, but including holders of secured claims.” 11 U.S.C. § 326(a). As of the filing date of this fee application, the Trustee will have disbursed or turned over the following funds.

Dealers Financial Services, LLC pursuant to Court Order dated August 22, 2007	\$3,599,968.47
Garden City.....	1,279,453.22
International Sureties.....	104,989.00
Frank/Gecker LLP	2,943,452.64
Development Specialists, Inc.	1,530,799.11
Arnstein & Lehr.....	294,954.69
Scandaglia & Ryan (Trustee’s Special Counsel).....	435,314.82
Reed Smith LLP (Professional Fees of Debtor’s counsel).....	239,479.77
U.S. Trustee Quarterly Fees	153,450.00
Gray Hunter Stenn, LLP	5,716.40
Epiq Systems (Check Services/ Consumer Claims Disbursements)	9,138.97
Travelers Indemnity Settlement Payment pursuant to Court Order dated November 6, 2007	4,850,000.00
Travelers Indemnity Settlement – Disbursements to individual Dealerships pursuant to Court Order dated November 6, 2007.....	13,642,934.76
Certain Dealers Settlement/First Colonial pursuant to Court Order dated October 30, 2007	5,111,281.76
Second Certain Dealers Settlement/First Colonial pursuant to Court Order dated December 20, 2007.....	1,452,504.83
Third Certain Dealers Settlement/First Colonial pursuant to Court Order dated May 1, 2008	512,431.02
Fourth Certain Dealers Settlement/First Colonial pursuant to Court Order dated July 17, 2008.....	722,848.70

Gillman Group Settlement pursuant to Court Order dated December 20, 2007	3,438,394.00
Premier Dealer Services, Inc. Settlement pursuant to Court Order dated January 17, 2008	1,001,892.41
Herb Chambers Settlement pursuant to Court Order dated October 30, 2007	3,804,585.49
Ken Stillwell Dealership/Universal Underwriters Insurance Settlement pursuant to Order dated March 13, 2008	401,148.82
Settlement Agreement with Lindsay Chevrolet, LLC and Alexandria Motor Cars, Inc. pursuant to Order dated April 10, 2008	1,529,010.39
Settlement Agreement with United Car Care pursuant to Order dated May 1, 2008	945,180.68
Settlement Agreement with United Car Care pursuant to Order dated February 27, 2009 (Wisconsin)	1,121,430.00
Settlement Agreement with United Car Care pursuant to Order dated February 27, 2009 (Remaining States)	7,700,000.00
StoneEagle Insurance – data storage conversion.....	300.00
Settlement Agreement with Virginia Surety pursuant to Order dated July 17, 2008.....	268,644.07
Settlement Agreement with Kenny Ross pursuant to Order dated June 10, 2008	1,202,339.02
Settlement Agreement with CNA National Warranty Corporation pursuant to Order dated May 1, 2008	756,477.13
Second Settlement with CNA National Warranty Corporation pursuant to Order dated September 23, 2008	931,864.94
Settlement Agreement with Bright Warranty Services pursuant to Order dated May 1, 2008	1,299,873.12
Publication Notice of Solicitation of Bids for Runoff of API's Remaining Vehicle Service Contracts pursuant to Order dated July 8, 2008	28,727.45

Settlement with United Car Care/ Brunell/Guyton pursuant to Order dated October 30, 2008	221,498.21
Settlement with Ideal Buick/CNA National Warranty pursuant to Order dated July 17, 2008.....	260,019.67
Settlement with Dahl LaCrosse/Universal Underwriters pursuant to Order dated September 23, 2008	96,918.71
Settlement with Almatterese Investments, LLC pursuant to Order dated October 23, 2008	200,200.85
Settlement with Ohio Indemnity Company pursuant To Order dated December 2, 2008	200,979.00
Settlement with Carhill Enterprises, Inc. pursuant to Order dated December 11, 2008.....	2,944,692.06
Capital Administrative Resources, Inc. – Special Counsel Fees pursuant to Order dated May 12, 2009	60,000.00
Miller Advertising Agency, Inc.....	12,332.20
Goldman Sachs Secured Creditor Payment.....	2,000,000.00
Bright Warranty Services Administrative Claim.....	119,921.70
Premier Dealer Services Administrative Claim.....	216,471.64
Consumer Claims	2,490,528.02
Non-Consumer Class Three Claims	1,500,000.00
Consumer Claims Second Distribution	1,318,386.75
Louisiana Department of Revenue (Unsecured Priority Claim)	10.00
Total Disbursement/Turnover:	<u>\$72,960,544.49</u>

25% of First \$5,000.00 (\$1,250.00 Maximum)	\$1,250.00
10% of the next \$45,000.00 (\$4,500 Maximum)	\$4,500.00
5% of the next \$950,00.00 (\$47,500 Maximum)	\$47,500.00

3% of the Balance (71,960,544.49)	2,158,816.33
Total Calculated Compensation	<u>\$2,212,066.33</u>

The Trustee has filed sixty-three previous applications and received total compensation in the amount of \$901,601.50. The Trustee does not seek compensation at the statutory cap, but does seek compensation for time actually spent administering this case. As set forth in the attached time records, Exhibit C, the Trustee has spent 41.30 hours at a cost of \$20,520.00 in performing her statutory duties during the period of October 1, 2012 through May 15, 2013. The total compensation sought by the Trustee, including compensation previously awarded, is below the statutory cap.

V. ATTORNEYS PROVIDING SERVICES FOR THIS ESTATE

A. Frances Gecker (FG) is a partner at Frank/Gecker. Ms. Gecker is a 1988 graduate of Northwestern University School of Law (magna cum laude), where she was a member of the Editorial Board of the Northwestern Law Review and was elected to the Order of the Coif. Ms. Gecker specializes in bankruptcy, financial restructuring and corporate finance and was responsible for F/G's day to day representation.

B. Joseph D. Frank (JDF) is a partner at Frank/Gecker. Mr. Frank graduated from the University of Chicago Law School in 1993 with honors. Mr. Frank specializes in bankruptcy law and litigation and has taken a lead role in the representation of the Trustee.

C. Micah R. Krohn (MRK) is senior counsel at F/G. Mr. Krohn graduated from the Cardozo School of Law in 1992 and served as law clerk to the Hon. Erwin I. Katz. Mr. Krohn has been involved in the day-to-day representation of the Trustee.

D. Zane L. Zielinski (ZLZ) is an associate at Frank/Gecker LLP. Mr. Zielinski graduated from Chicago-Kent College of Law in 2002. Mr. Zielinski specializes in bankruptcy law, and has represented trustees, debtors and creditors in bankruptcy cases.

E. Reed Heiligman (RH) is an associate at Frank/Gecker LLP. Mr. Heiligman graduated from John Marshall School of Law in 2007 and has been a law clerk at Frank/Gecker LLP since 2005.

F. Christina S. Smith (CSS) is a bankruptcy paralegal at Frank/Gecker. Ms. Smith assisted counsel in case research and case administration.

VI. CALCULATION OF TIME AND FEES

The fees and expenses incurred by the Trustee and her counsel are for services directly related to the case and rendered for the benefit of the Trustee and estate of API. No agreement or understanding exists between F/G and any other person for the sharing of compensation received or to be received in connection with the case of API, other than as disclosed or authorized pursuant to 11 U.S.C. §§ 327, 328, 330 and 331.

In preparing this fee application, counsel has calculated the amount of time spent by each attorney and paralegal in performing actual, necessary legal services for the Trustee. The data used came directly from computer printouts which are kept on each client. The hourly rates charged are the regular hourly rates charged by counsel to its clients. Counsel worked to avoid any duplication of efforts between parties, and in instances where more than one attorney billed for a project, there was a need for multiple attorneys' involvement. Multiple representation in analogous circumstances has been approved. *See Berberena v. Coler*, 753 F.2d 629 (7th Cir. 1985); *In re Washington Manufacturing Co.*, 101 B.R. 944 (Bankr. M.D. Tenn. 1989); *In re N-Ren Corp.*, 71 B.R. 488 (Bankr. S.D. Ohio 1987).

Counsel does not bill its clients or seek compensation in this fee application for its overhead expenses, including word processing or photocopying; instead, such expenses are factored into counsel's normal and customary rate. Counsel does not include charges for long distance telephone, photocopying or computer research in its overhead because it has determined that it is fairer to its smaller clients who use proportionately less of these services to have these expenses billed separately. These charges fairly compensate the firm's actual costs and do not result in undue revenue for the firm. Moreover, counsel's non-bankruptcy clients routinely are billed and pay these types of expenses. See *In re Continental Securities Litigation*, 962 F.2d 566, 570 (7th Cir. 1992).

No compensation has been promised to counsel other than as disclosed or approved by this Court. Counsel certifies that there is no agreement between it and any other party regarding the sharing of fees except with counsel's general partners, and counsel has not discussed or negotiated the amount of its fees with any party except its client. Finally, counsel represents that it is and remains a disinterested party and does not hold any adverse relationship with this estate.

VII. NOTICE

The Trustee has provided notice of the Motion and the relief requested herein to the U.S. Trustee, API and its affiliates, counsel for the Official Committee of Unsecured Creditors, API's twenty largest creditors as listed in API's bankruptcy petition, and all parties that have requested notice of all pleadings filed in the Bankruptcy Case. The cost of providing notice of the Motion to tens of thousands of the Debtor's creditors would greatly exceed the amount of funds remaining to administer the Plan, and impose an undue burden on the Estate. Therefore, the Trustee seeks leave, pursuant to Local Bankruptcy Rule 3022-1, to limit notice as set forth herein, which the Trustee submits is fair and equitable under the circumstances.

WHEREFORE, Frank/Gecker LLP, respectfully requests that this Court enter an Order:

- A. Allowing Frank/Gecker LLP reasonable compensation for actual, necessary legal services in the amount of \$15,451.50 for services rendered since October 1, 2012;
- B. Allowing Frank/Gecker LLP reimbursement of actual, necessary expenses in the amount of \$18.90 since October 1, 2012;
- C. Allowing Frank/Gecker LLP final compensation in the amount of \$2,965,503.39 of which \$2,950,032.99 has already been paid;
- D. Allowing final compensation to the Trustee in the amount of \$922,121.50, of which \$901,601.50 has already been paid;
- E. Authorizing the Trustee to pay Frank/Gecker LLP the remaining final compensation and expenses in the amount of \$15,470.40;
- F. Authorizing the Trustee to pay the Trustee the remaining final compensation in the amount of \$20,520.00; and
- G. Granting such other relief as the Court deems just and equitable.

Respectfully submitted,

FRANK/GECKER, LLP

By: /s/ Frances Gecker
One of its attorneys

Frances Gecker (ARDC #6198450)
Joseph D. Frank (ARDC #6216085)
FRANK/GECKER LLP
325 North LaSalle Street
Suite 625
Chicago, Illinois 60654
(312) 276-1400
(312) 269-0035 (fax)

Dated: April 29, 2013

CERTIFICATE OF SERVICE

I, Frances Gecker, an attorney, hereby certify that service of the **Final Fee Application Of Chapter 11 Trustee And Of Frank/Gecker, LLP, Counsel To Chapter 11 Trustee Of The Estate Of Automotive Professionals, Inc.** on all parties identified as Registrants on the service list attached was accomplished through the Court's Electronic Notice for Registrants. As to all other parties on the attached Service List, I caused copies to be sent via email or U.S. Mail, as indicated, postage prepaid, before the hour of 5:00 p.m. on April 29, 2013.

/s/ Frances Gecker

Mailing Information for Case 07-06720

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

- **Allan V. Abinoja** aabinoja@atg.state.il.us, rrascia@atg.state.il.us;marnold@atg.state.il.us
- **Margaret M Anderson** panderson@fslc.com, cjelks@fslc.com;bkdocket@fslc.com
- **Thomas A Andreoli** tandreoli@sonnenschein.com, NDIL_ECF@sonnenschein.com
- **George P Apostolides** gpapostolides@arnstein.com
- **Stephen T. Bobo** sbobo@reedsmith.com
- **Kurt M Carlson** kcarlson@muchshelist.com, knoonan@carlsondash.com
- **Barry A Chatz** bachatz@arnstein.com, jbmedziak@arnstein.com
- **Nathan F Coco** ncoco@mwe.com
- **Michael P Connelly** mconnelly@crmlaw.com
- **John S. Delnero** john.delnero@klgates.com,
Chicago.docket@klgates.com;darlene.mroz@klgates.com
- **Craig E Donnelly** cdonnelly@crmlaw.com
- **Michael J Durrschmidt** mdurrschmidt@hirschwest.com,
bhowell@hirschwest.com;tjimenez@hirschwest.com;marsch500@gmail.com
- **Daniel M. Feeney** dfeeney@millershakman.com, tlawhead@millershakman.com
- **Joseph D Frank** jfrank@fgllp.com, ccarpenter@fgllp.com;jkleinman@fgllp.com
- **Frances Gecker** fgecker@fgllp.com,
fgecker@ecf.epiqsystems.com;zzielinski@fgllp.com;csmith@fgllp.com
- **Frances Gecker** fgecker@fgllp.com

- **Gary E. Green** ggreen@clarkhill.com, jfelker@clarkhill.com
- **Natalia Rzepka Griesbach** ngriesbach@tishlerwald.com, bmurzanski@tishlerwald.com
- **Reed A Heiligman** rheiligman@fgllp.com, ccarpenter@fgllp.com
- **Dimitri G. Karcazes** dimitri.karcazes@goldbergkohn.com, kristina.bunker@goldbergkohn.com, nicholas.alexsovich@goldbergkohn.com
- **Micah R Krohn** mkrohn@fgllp.com, ccarpenter@fgllp.com
- **Kenneth G. Kubes** kkubes@fdic.gov
- **Patrick S Layng** USTPRegion11.ES.ECF@usdoj.gov
- **Avrum Levicoff** alevicoff@lsandd.net, phbarco@lsandd.net
- **Joy E Mason** jelevy@arnstein.com
- **Colleen E McManus** cmcmanus@carlsondash.com, knoonan@carlsondash.com, jbubacz@carlsondash.com
- **Michael D Messersmith** mmessersmith@kayescholer.com, keanderson@kayescholer.com, jben@kayescholer.com
- **Anne C Murphy** murphyac@doj.state.wi.us, gurlholts@doj.state.wi.us
- **Norman B Newman** nnewman@muchshelist.com
- **Eric A Oesterle** eoesterle@millershakman.com, jchilids@millershakman.com
- **Alan B. Rich** ecf@alanrichlaw.com
- **Robert E Richards** robert.richards@dentons.com, NDIL_ECF@dentons.com
- **Peter J Roberts** proberts@shawfishman.com
- **Joshua G Rodin** jrodin@atg.state.il.us
- **Jeffrey B Rose** jrose@tishlerandwald.com, bmurzanski@tishlerandwald.com
- **Jeffrey A Rossman** jrossman@mwe.com, deberry@mwe.com
- **Adam R. Schaeffer** aschaeffer@bellboyd.com
- **Mark Schramm** marsch500@gmail.com
- **Ryan T Schultz** rschultz@fslc.com, bkdoCKET@fslc.com
- **Aaron C Smith** asmith@lockelord.com, chicagodoCKET@lockelord.com
- **Miriam R. Stein** mstein@chuhak.com, kgord@chuhak.com
- **Martin B. Tucker** mtucker@fbtlaw.com
- **Bruce L Wald** bwald@tishlerandwald.com
- **Peter J Young** pyoung@winston.com
- **Zane L Zielinski** zzielinski@fgllp.com, csmith@fgllp.com, dortiz@fgllp.com, ccarpenter@fgllp.com

SERVICE LIST

Robert J. Wakefield
Office of the U.S. Trustee, Region 11
Dirksen Federal Court House
219 South Dearborn Street
Room 873
Chicago, IL 60604
E-mail: bob.j.wakefield@usdoj.gov

Mark W. Page
Kelley Drye & Warren LLP
333 West Wacker Drive
26th Floor
Chicago, IL 60606
E-mail: mpage@kelleydrye.com

D. Daniel Barr
J. Kevin Baldwin
Illinois Department of Insurance
Office of the Special Deputy Receiver
E-mail: dbarr@osdchi.com
E-mail: kbaldwin@osdchi.com

Gary E. Green
Clark Hill PLC
150 North Michigan Avenue
Suite 2400
Chicago, IL 60601-7553
Tel: (312) 985-5905
Fax: (312) 985-5999
E-mail: ggreen@clarkhill.com

Jim Richardson
Continental Insurance Services, Inc.
12550 W. Muir Ridge Dr.
Boise, ID 83709
Fax: 208-375-9552
E-mail: mrjnrichardson@msn.com

Anthony G. Stamato
Robert M. Spalding
Kaye Scholer
3 First National Plaza
70 West Madison Street, Suite 4100
Chicago, IL 60602-4231
E-mail: astamato@kayescholer.com
E-mail: rspalding@kayescholer.com

Peter J. Young
Proskauer Rose LLP
Three First National Plaza
70 West Madison Street, Suite 3800
Chicago, Illinois 60602-4342
Tel: (312) 962-3528
Fax: (312) 962-3551
E-mail: pyoung@proskauer.com

Nathan F. Coco
McDermott Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096
Tel: (312) 984-3658
Fax: (312) 984-7700
E-mail: ncoco@mwe.com

Timothy P. Shirey
PA Office of Attorney General
444 East College Avenue
Suite 440
State College, PA 16801
E-mail: tshirey@attorneygeneral.gov

Richard Macom
Bureau of Consumer Protection
6th Floor
Manor Building
564 Forbes Avenue
Pittsburgh, PA 15219
E-mail: rmacom@attorneygeneral.gov

Frederick T. Johnson
Dobrowski LLP
1010 Lamar
Suite 1350
Houston, TX 77002
Dobrowski LLP
E-mail: fjohnson@doblaw.com

Tracey A. Jordan
Foran Glennon Palandech Ponzi & Rudloff PC
222 North La Salle Street
Chicago, IL 60601-1003
E-mail: tjordan@fgppr.com

Alexander Laughlin
Dylan G. Trache
Wiley Rein LLP
7925 Jones Branch Drive
Suite 6200
McLean, VA 22102
E-mail: alaughlin@wileyrein.com
E-mail: dtrache@wileyrein.com

Charles Primus
Whaling City Ford, Inc.
475 Broad Street
New London, CT 06320
Tel: (860) 443-8361
Fax: (860) 443-0597
E-mail: cprimus@whalingcityford.com

David Frisbie
Profit Portfolio
70 Wall Street
Madison, CT 06443
E-mail: dfrisbie@profitportfoliollc.com

Andrew M. Porter
Todd & Weld, LLP
28 State Street
Boston, MA 02109
Tel: (617) 720-2626
Fax (617) 227-5777
E-mail: aporter@toddweld.com

Todd Ingersoll
Saturn of Danbury
102 Federal Rd.
Danbury, CT 06810
Fax: 203-730-5777
E-mail: sodsow@aol.com

Don Ellis
Finance Builders, Inc.
50 Albany Turnpike Bldg. #4
Canton, CT 06019
E-mail: dellis1022@aol.com

James H. Hawk, Sr.
Chairman
Automotive Professionals, Inc.
1002 East Algonquin Road
Schaumburg, Illinois 60172
E-mail: jhawk@srigroup.com

Veronica Chavez Law
c/o Emergency Roadside Marketing
Decker, Jones, McMackin,
McClane, Hall & Bates, P.C.
801 Cherry Street, Suite 2000, Unit #46
Fort Worth, Texas 76102-6836
E-mail: vlaw@deckerjones.com

Robert Steenbergh
Menu Vantage, LLC
3660 Maguire Blvd., Suite 102
Orlando, FL 32803
Fax: 407-897-8553
E-mail: rms@menuvantage.com

Steve Hornick
Independent Insurance Services, Inc.
4317 Wabun Lane
Salem, VA 24153
Fax: 540-380-3150
E-mail: iinc7@yahoo.com

Mark Puccio
Performance Management Group, Inc.
299 W Main St.
Northborough, MA 01532
Fax: 508-393-0037
E-mail: mark@performancemg.com

Brad Hoffman
Phyllis Keyes
Two Star Associates
650 Connecticut Blvd.
East Hartford, CT 06108
Fax: 860-290-6162
E-mail: brad.hoffman@hoffmanauto.com
E-mail: phyllis.keyes@hoffmanauto.com

Robert Harvey
Dealer Performance Group
316 Stanford Ct.
Bedford, TX 76095
Fax: 817-281-5004
E-mail: azle740i@aol.com

Darren Bryan
S&T Bank.
456 Main Street
Brookday PA 15824
E-mail: darren.bryan@stbank.net

Stephen Underwood
c/o Tiger Marketing
315 West 9th Street
Hopkinsville, KY 42241
Fax: (270) 890-0213
Email: sunderwood@hopkinsvilleky.us

Jeffrey B. Frey
Jeff Frey & Associates
3120 W. Carefree Hwy. Suite 1, #247
Phoenix, AZ 85086
Fax: 623-582-9084
E-mail: jfreyinc@aol.com

Todd Ingersoll
Saturn of Watertown
715 Straits Turnpike
Watertown, CT 06795
Fax: 203-730-5777
E-mail: sodsow@aol.com

Lynette Sabia
Allstate/Northbrook Indemnity Company/
First Colonial Insurance Company
1776 American Heritage Life Drive
Jacksonville, FL 32224
Fax: 904.992.2975
E-mail: lsabia@allstate.com

Kiko Perdakis
Credit Insurance Management Corp.
4 Forest Park Dr.
Farmington, CT 06032
E-mail: cimc2233@aol.com

Steve Toth
Ohio Indemnity Co.
250 E. Broad St. #10
Columbus, OH 43215
E-mail: stoth@ohioindemnity.com

Joe DeRosa
E-mail: joe@lenmoreassociates.com

Daniel M. Feeney
Eric A. Oesterle
Miller Shakman & Beem LLP
180 North LaSalle Street, Suite 3600
Chicago, IL 60601
Tel: 312-263-3700
Fax: 312-263-3270
E-mail: dfeeney@millershakman.com
E-mail: eoesterle@millershakman.com

Robert Simpson
Goldman Sachs & Co.
1 New York Plaza
37th Floor
New York, NY 10004
Fax: 212-256-4627
E-mail: robert.simpson@gs.com

Gale K. Busemeyer
ING Americas
U.S. Legal Services
151 Farmington Avenue, TS31
Hartford, CT 06156-8975
Tel: 860-723-2279
Fax: 860-723-2214
E-mail: gale.busemeyer@us.ing.com

Ann Dorsett
c/o Miles/Dealers Financial Service LLC
201 North Tryon Street
Charlotte, NC 28202
Fax: 704.343.2300
E-mail: Ann.Dorsett@hmw.com

Robert W. Haas
(Represents Dulles Motors)
Haas & Associates, P.C.
6718 Whittier Avenue, Suite 200
McLean, VA 22101
Tel: 703-827-4050
Fax: 703-734-3046
E-Mail: rhaas@haaslawfirm.com

Michael P. Connelly
Cory D. Anderson
Craig E. Donnelly
(Represents James Hawk Sr.)
Connelly Roberts & McGivney LLC
E-Mail: mconnelly@crmlaw.com
E-Mail: canderson@crmlaw.com
E-Mail: cdonnelly@crmlaw.com

Martin B. Tucker
(Represents Clutts Auto Sales, Inc.)
Frost Brown Todd LLC
Lexington Financial Center
250 West Main, Suite 2700
Lexington, KY 40507
Tel: 859-231-0000
Fax: 859-231-0011
E-Mail: mtucker@fbtlaw.com

Ronald Baug
c/o UAW Legal Services
Towers Office Park
Suite 361
1200C Scottsville Rd
Rochester, NY 14624
Via U.S. Mail

J. Heredia, Inc.
3535 Roswell Road
Suite 42
Marietta, GA 30062
Via U.S. Mail

Therese L. Tully
Scandaglia & Ryan
55 East Monroe Street
Suite 3440
Chicago, IL 60603
Tel: (312) 580-2020
Fax: (312) 782-3806
E-mail: ttully@scandagliaryan.com

Elizabeth M. Bartolucci
O'Hagan Spencer, LLC
One East Wacker Drive
34th Floor
Chicago, IL 60601
Via U.S. Mail